

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**ORDER APPROVING SETTLEMENT AGREEMENT BETWEEN  
OLD CARCO LIQUIDATION TRUST AND THE UNITED STATES, ON  
BEHALF OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY**

This matter coming before the Court on the Motion of Old Carco Liquidation Trust for an Order Approving Settlement Agreement Between Old Carco Liquidation Trust and the United States, on Behalf of the United States Environmental Protection Agency (Docket No. 7268) (the "Motion"),<sup>1</sup> filed by Old Carco Liquidation Trust (the "Liquidation Trust") with the Court on July 14, 2010; the Court having reviewed the (i) Motion, (ii) Settlement Agreement, (iii) Notice of Lodging of Proposed Settlement Agreement (Docket No. 7270) (the "Notice of Lodging"), filed by the United States (on behalf of the United States Environmental Protection Agency (the "EPA")) with the Court on July 14, 2010, (iv) Limited Objection of Kimberly Spears, *et al.*, to the Motion (Docket No. 7386) (the "Limited Objection"), filed with the Court on August 18, 2010 and (v) the Memorandum in support of the Motion (Docket No. 7537) (the "Memorandum") filed by the United States (on behalf of the EPA) with the Court on October 18, 2010; and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court finding that

<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

(i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and Article VIII of the Plan, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iii) the Settlement Agreement constitutes a judicially-approved settlement for purposes of 42 U.S.C. § 9613(f)(2) and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion, the Memorandum and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Limited Objection is RESOLVED, as set forth herein.
3. The Settlement Agreement is approved in its entirety pursuant to section 105 of the Bankruptcy Code and Sections IV.O.4 and VIII.A.22 of the Plan. The Liquidation Trust is authorized to enter into, and perform its obligations under, the Settlement Agreement.
4. Except as expressly provided in paragraph 19 of the Settlement Agreement with respect to contribution actions or claims, nothing in this Order or in the Settlement Agreement shall, or shall be deemed to, create, enhance, alter, release, preclude, preempt or waive any claims or rights of the Spears and First Property Plaintiffs (as such phrase is defined in the Limited Objection) with respect to any matter.
5. The Liquidation Trust is authorized to take any and all actions necessary or appropriate to implement the terms of this Order and the Settlement Agreement.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: October 21, 2010  
New York, New York

**s/Arthur J. Gonzalez**  
CHIEF UNITED STATES BANKRUPTCY JUDGE